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J. BRYAN DEC 9 2005

MEISSNER TIERNEY  
FISHER & NICHOLS  
S.C.

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SHERRY L. BURNS  
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EXTENSION 204  
SLB@MTFN.COM

December 1, 2005

Registration Section  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

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2005 DEC -5 PM 4:05  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

Re: Merger of Bayside Farm LLC, a Wisconsin limited liability company with and into GUT EINHAUS, LLC, a Florida limited liability company

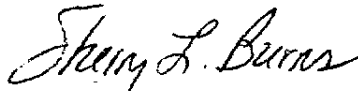
Dear Sir/Madam:

Enclosed are one (1) original and one (1) exact copy of the Articles of Merger and Plan of Merger and the fee(s) in the amount of \$50.00 submitted for filing. Please return all correspondence concerning this matter to the following:

Joseph E. Tierney III, Esq.  
Meissner Tierney Fisher & Nichols S.C.  
111 East Kilbourn Avenue, 19<sup>th</sup> Floor  
Milwaukee, WI 53202

For further information concerning this matter, please call me at the above number.

Sincerely,



Sherry L. Burns  
Paralegal

Enclosures

SLB0071.DOC

## ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

**FIRST:** The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. GUT EINHAUS, LLC 2884 Hurlingham Drive Wellington, FL 33414	Florida	limited liability company

Florida Document/Registration Number: L05000110550

FEI Number: 39-8443743

2. Bayside Farm LLC 348 Granville Road Cedarburg, WI 53012	Wisconsin	limited liability company
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Florida Document/Registration Number: N/A

FEI Number: 39-8443743

3.		

Florida Document/Registration Number:

FEI Number:

4.		

Florida Document/Registration Number:

FEI Number:

(Attach additional sheet(s) if necessary)

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**SECOND:** The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

Name and Street Address

Jurisdiction

Entity Type

Gaut Einhaus, LLC

Florida

Limited Liability Comp

2884 Hurlingham Drive

Wellington, FL 33414

Florida Document/Registration Number: L05020110550

FEI Number: 39-8443743

**THIRD:** The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

**FOURTH:** If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

**FIFTH:** If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

**SIXTH:** If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes. The surviving entity shall pay any members with appraisal rights the amount to which such members are entitled under Section(s) 608.4351-608.4395.

**SEVENTH:** If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

**EIGHTH:** The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

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of each party's

**OR**

**TENTH:** The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

(Note: Please see instructions for required signatures.)

Typed or Printed Name of Individual

Ellen H. Van Dyke Holtgers

Ellen H. Van Dyke Holmes

*(Attach additional sheet(s) if necessary)*

**REQUIRED SIGNATURES FOR EACH ENTITY TYPE:**

<u>All Corporations:</u>	Signature of Chairman, Vice Chairman, President or any officer.
<u>All General Partnerships:</u>	Signatures of two partners.
<u>All Domestic Limited Partnerships:</u>	Signatures of all general partners.
<u>All Non-Florida Limited Partnerships:</u>	Signature of one general partner.
<u>All Limited Liability Companies:</u>	Signature of a member or authorized representative of a member.
<u>All Other Business Entities:</u>	In accordance with the laws of their jurisdiction.

Make checks payable to Florida Department of State and mail to:

**STREET ADDRESS:**

Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

**MAILING ADDRESS:**

Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

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**FILING FEES:**

For each Limited Partnership:	\$52.50 (If merger filed pursuant to s. 608.4382, \$25.00)
For each Limited Liability Company:	\$25.00
For each Corporation:	\$35.00
For each General Partnership:	\$25.00
All Others:	No Charge

## PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1107, 617.1103, 608.4381, and/or 620.202, is being submitted in accordance with section(s) 607.1108, 608.438, and/or 620.201, Florida Statutes.

**FIRST:** The exact name and jurisdiction of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Bayside Farm LLC	Wisconsin
GUT EINHAUS, LLC	Florida

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**SECOND:** The exact name and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
GUT EINHAUS, LLC	Florida

**THIRD:** The terms and conditions of the merger are as follows:

See Exhibit A, attached

*(Attach additional sheet(s) if necessary)*

**FOURTH:**

- A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

See Exhibit A

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- B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

See Exhibit A

*(Attach additional sheet(s) if necessary)*

**FIFTH:** If a partnership or limited partnership is the surviving entity, the name(s) and address(es) of the general partner(s) are as follows:

Name(s) and Address(es) of General Partner(s)

If General Partner is a Non-Individual,  
Florida Document/Registration Number

N/A

**SIXTH:** If a limited liability company is the surviving entity the name(s) and address(es) of the manager(s)managing members are as follows:

Ellen H. Van Dyke Holtgers  
348 Granville Road  
Cedarburg, WI 53012

**SEVENTH:** All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows:

See Exhibit A

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**EIGHTH:** Other provisions, if any, relating to the merger:

See Exhibit A

*(Attach additional sheet(s) if necessary)*

**EXHIBIT A**

**PLAN OF MERGER**

**Bayside Farm LLC  
GUT EINHAUS, LLC**

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TALLAHASSEE, FLORIDA

It is proposed that Bayside Farm LLC, a Wisconsin limited liability company and GUT EINHAUS, LLC, a Florida limited liability company, be merged on the terms and conditions set forth below as provided in Section 183.1201 of the Wisconsin statutes and Section 608.438 of the Florida statutes.

1. **Merger.** The company proposing to merge is Bayside Farm LLC (hereinafter referred to as the "Merged Company") and the company into which it proposes to merge is GUT EINHAUS, LLC (hereinafter referred to as the "Surviving Company").

2. **Effective Time of Merger.** The merger described herein shall be effective as of the effective date and time of the Articles of Merger filed in connection herewith (the "Effective Time of Merger").

3. **Terms and Conditions and the Manner and Basis of Conversion and Exchange of Interests.** The terms and conditions of the merger and the manner and basis of converting the interests in each limited liability company that is a party hereto shall be as follows: The sole Member of the Merged Company shall continue as the sole Member of the Surviving Company. In addition, any outstanding rights to acquire an interest in the Merged Company are cancelled.

4. **Effect of Merger.** As of the Effective Time of Merger, the separate existence of the Merged Company shall cease and it shall be merged with and into the Surviving Company in accordance with this Plan of Merger. The Surviving Company shall succeed to all rights, privileges, immunities, powers, franchises, property, liabilities and obligations of the Merged Company as provided in Section 608.4383 of the Florida statutes.

5. **Articles of Incorporation.** No amendments to the Articles of Organization of the Surviving Company are required hereunder.